

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
 ▶ Do not enter social security numbers on this form as it may be made public.  
 ▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

**For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017**

Name of foundation Nelda C and HJ Lutcher Stark Foundation		<b>A Employer identification number</b> 74-6047440	
Number and street (or P O box number if mail is not delivered to street address) 601 Green Ave		<b>B Telephone number (see instructions)</b> (409) 883-3513	
City or town, state or province, country, and ZIP or foreign postal code Orange, TX 77630		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 635,092,584		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	63,887			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	26,879	26,879	26,879	
	<b>4</b> Dividends and interest from securities	9,884,042	9,518,575	9,518,575	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,845,717			
	<b>b</b> Gross sales price for all assets on line 6a	83,140,942			
	<b>7</b> Capital gain net income (from Part IV, line 2)		2,826,792		
	<b>8</b> Net short-term capital gain			1,452,255	
	<b>9</b> Income modifications			489	
	<b>10a</b> Gross sales less returns and allowances	79,748			
<b>b</b> Less Cost of goods sold	93,716				
<b>c</b> Gross profit or (loss) (attach schedule)	-13,968		-13,968		
<b>11</b> Other income (attach schedule)	742,431	592,238	742,431		
<b>12 Total.</b> Add lines 1 through 11	13,548,988	12,964,484	11,726,661		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	1,174,343	178,572	178,572	995,771
	<b>14</b> Other employee salaries and wages	4,456,561		118,457	4,338,104
	<b>15</b> Pension plans, employee benefits	2,240,082	111,949	129,717	2,110,365
	<b>16a</b> Legal fees (attach schedule)	48,030			48,030
	<b>b</b> Accounting fees (attach schedule)	43,712	21,237	21,237	22,475
	<b>c</b> Other professional fees (attach schedule)	1,524,268	1,442,379	1,442,379	81,889
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	272,651	52,387	52,387	20,000
	<b>19</b> Depreciation (attach schedule) and depletion	3,052,928	31,109	31,109	
	<b>20</b> Occupancy	538,159	3,022	3,022	535,137
	<b>21</b> Travel, conferences, and meetings	33,674	810	810	32,864
	<b>22</b> Printing and publications	15,168			15,168
	<b>23</b> Other expenses (attach schedule)	2,784,301	212,562	212,562	2,571,739
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	16,183,877	2,054,027	2,190,252	10,771,542
	<b>25</b> Contributions, gifts, grants paid	794,947			794,947
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	16,978,824	2,054,027	2,190,252	11,566,489	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-3,429,836				
<b>b Net investment income</b> (if negative, enter -0-)		10,910,457			
<b>c Adjusted net income</b> (if negative, enter -0-)			9,536,409		

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	5,750	1,150	1,150
	<b>2</b> Savings and temporary cash investments . . . . .	4,386,172	9,289,516	9,285,666
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .	66,395	10,157	10,157
	<b>9</b> Prepaid expenses and deferred charges . . . . .	47,451	126,986	126,986
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	13,267,484		
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	191,688,665	210,538,131	248,171,261
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	95,718,349	81,634,893	81,436,851
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ 2,365,308 Less accumulated depreciation (attach schedule) ▶ _____ 198,593	2,795,065	2,166,715	7,351,012
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	16,129,589	16,037,658	17,087,925
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 87,280,946 Less accumulated depreciation (attach schedule) ▶ _____ 35,753,110	50,487,935	51,527,836	86,621,576
<b>15</b> Other assets (describe ▶ _____)	43,066,291	43,074,442	185,000,000	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	417,659,146	414,407,484	635,092,584	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	3,474	181,158	
	<b>18</b> Grants payable. . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	3,474	181,158	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	417,655,672	414,226,326	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	417,655,672	414,226,326		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	417,659,146	414,407,484		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	417,655,672
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,429,836
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	490
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	414,226,326
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	414,226,326

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	2,826,792
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	1,452,255

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	18,022,085	320,218,611	0 05628
2015	19,863,620	335,174,454	0 05926
2014	17,599,589	354,078,263	0 04971
2013	16,690,489	366,746,031	0 04551
2012	17,020,580	348,090,103	0 04890

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 259657
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 051931
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	337,242,076
<b>5</b> Multiply line 4 by line 3	<b>5</b>	17,513,318
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	109,105
<b>7</b> Add lines 5 and 6	<b>7</b>	17,622,423
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	15,668,683

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total credits and payments. Total amount owed is 72,159.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.starkfoundation.org 13 Yes
14 The books are in care of Clyde V McKee III Telephone no (409) 883-3513
Located at 601 W Green Orange TX ZIP+4 776305718
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) . . . . . 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). . . . . 3b No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b No

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶			<b>5b</b>
				<b>No</b>
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870</i>			<b>6b</b>
				<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>
				<b>No</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Franklin Harris 601 Green Ave Orange, TX 776305718	Cf Ppty Ofcr 40 00	143,971	84	
Jennifer Barroeta 601 Green Ave Orange, TX 776305718	HR Manager 40 00	134,611	13,058	
Rick Lewandowski 601 Green Ave Orange, TX 776305718	ShangriLa Dir 40 00	127,562	25,825	
Katrina Nelson Thomas 601 Green Ave Orange, TX 776305718	A&H Dir 40 00	118,372	18,484	
Michael K Brister 601 Green Ave Orange, TX 776305718	IT Manager 40 00	97,910	16,503	
<b>Total number of other employees paid over \$50,000.</b>				<b>40</b>

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Spawglass Construction Corporation 13800 West Rd Houston, TX 77041	Bldg construction	1,674,575
UBS 1285 Avenue of the Americas New York, NY 10019	Investment Mgmt	1,423,374
Honeywell Building Solutions 1985 Douglas Drive North Golden Valley, MN 55422	Bldg Maint/Construct	929,003
Restored services Group LLC 805 S Memorial Frwy Nederland, TX 77627	Bldg Remediation	1,508,162
<b>Total number of others receiving over \$50,000 for professional services.</b>		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
<b>1</b> Stark Museum of Art - Schedule Attached	5,691,296
<b>2</b> W H Stark House - Schedule Attached	885,507
<b>3</b> Lutcher Theater - Schedule Attached	2,119,006
<b>4</b> Shangri La Botanical Gardens and Nature Center - Schedule Attached	5,903,625

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	332,409,348
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	2,751,262
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	7,217,132
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	342,377,742
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	342,377,742
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	5,135,666
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	337,242,076
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	16,862,104

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	11,566,489
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	4,102,194
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	15,668,683
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	15,668,683

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . 2011-10-17

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	9,536,409	6,903,233	10,662,017	13,659,771	40,761,430
<b>b</b> 85% of line 2a . . . . .	8,105,948	5,867,748	9,062,714	11,610,805	34,647,215
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	15,668,683	18,090,856	19,970,260	17,905,470	71,635,269
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	794,947	597,105	541,536	908,542	2,842,130
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	14,873,736	17,493,751	19,428,724	16,996,928	68,793,139
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	11,241,403	10,673,954	11,172,482	11,802,609	44,890,448
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed

---

- b** The form in which applications should be submitted and information and materials they should include

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- c** Any submission deadlines

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- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				1,470,119

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and Other revenue.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and description. Rows describe how activities like admission fees, guided tours, and museum operations contribute to the foundation's exempt purposes.

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

**1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:		
<b>(1)</b> Cash.	No	No
<b>(2)</b> Other assets.	No	No
<b>b</b> Other transactions:		
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	No	No
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	No	No
<b>(3)</b> Rental of facilities, equipment, or other assets.	No	No
<b>(4)</b> Reimbursement arrangements.	No	No
<b>(5)</b> Loans or loan guarantees.	No	No
<b>(6)</b> Performance of services or membership or fundraising solicitations.	No	No
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	No	No

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	*****	2018-11-13	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below?  (see instr)  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	Jody Blazek				P00072674
	Firm's name ▶ Blazek & Vetterling				Firm's EIN ▶ 76-0269860
Firm's address ▶ 2900 Wesleyan Suite 200					Phone no (713) 439-5739
Houston, TX 770275132					

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
Publicly traded securities			
Passthrough K-1 capital gain			
Gain on insurance proceeds recovery	P	2016-01-01	2017-01-01
Sale of Land held for investment	P	2015-01-01	2017-06-07
Securities litigation proceeds			
Scrap sales of non-charitable use assets	P	2015-01-01	2017-01-01
Sale of Foster Creek OGM Minerals	P	2015-01-01	2017-01-01

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
82,505,256		79,665,618	2,839,638
268			268
26,988		14,998	11,990
547,878		608,279	-60,401
30,420			30,420
685			685
4,192			4,192

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,839,638
			268
			11,990
			-60,401
			30,420
			685
			4,192

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Laurence R David	Ch(to Mar)/Dir 5 00	15,000		
601 Green Ave Orange, TX 776305718				
R Frederick Gregory MD	VCh(to Mar)/Dir 5 00	15,000		
601 Green Ave Orange, TX 776305718				
Rob Clark	VCh(fr Mar)/Dir 5 00	15,000		
601 Green Ave Orange, TX 776305718				
James Dunaway	Director 5 00	2,500		
601 Green Ave Orange, TX 776305718				
Al Granger	Director 5 00	15,000		
601 Green Ave Orange, TX 776305718				
Deborah Hughes	Director 5 00	15,000		
601 Green Ave Orange, TX 776305718				
David Jones	Director 5 00	12,500		
601 Green Ave Orange, TX 776305718				
Dr Stephen Patterson	Director 5 00	12,500		
601 Green Ave Orange, TX 776305718				
Ruby J Wimberley	Director 5 00	15,000		
601 Green Ave Orange, TX 776305718				
Phyllis Woodford	Secretary 40 00	89,342	18,304	
601 Green Ave Orange, TX 776305718				
W G Riedel III	Ch(fr Mar)/Dir 5 00	114,309	2,217	
601 Green Ave Orange, TX 776305718				
Clyde V McKee III	CEO(fr Mar)/Dir 40 00	287,734	96,479	
601 Green Ave Orange, TX 776305718				
Elizabeth Turley	VP/GC(to Oct) 40 00	411,645	24,076	
601 Green Ave Orange, TX 776305718				
Jennifer L Staton	CFO/Treas/Dir 40 00	153,813	6,807	
601 Green Ave Orange, TX 776305718				

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Bridge City ISD1035 West Roundbunch Bridge City, TX 77611	N/A	GOV	To support academic UIL competition	5,000
City of OrangePO Box 520 Orange, TX 77631	N/A	GOV	To purchase CPR manikins and associated equipment	5,000
Julie Rogers Gift of Life Program 148 S Dowlen Road Beaumont, TX 77707	N/A	PC	To provide cancer screening for indigent individuals	25,000
<b>Total</b> . . . . . <b>3a</b>				794,947



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Lamar State College - Orange 418 Green Avenue Orange, TX 77630	N/A	GOV	To fund a Stark scholarship program administered by Lamar State College - Orange	75,000
Little Cypress - Mauriceville CISD 7327 Hwy 87 North Orange, TX 77632	N/A	GOV	To support academic UIL competition	5,000
Orange Co Comm Partners for Childre 4446 Gilbert Dr Orange, TX 77632	N/A	PC	To stock the Rainbow Room in Orange with emergency food clothing and toys	5,000
<b>Total</b> . . . . . <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Orange County Sheriff's Office PO Box 1468 Orange, TX 77631	N/A	GOV	Funds for the Blue Santa Program serving children in need during Christmas	7,500
Orangefield ISDPO Box 228 Orangefield, TX 77639	N/A	GOV	To support academic UIL competition	5,000
Southeast Texas Food Bank Inc 3845 S Martin Luther King Jr Parkwa Beaumont, TX 77705	N/A	PC	To provide food for destitute families	30,000
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Texas Interscholastic League Founda Box 8028 University Station Austin, TX 78713	N/A	SO III FI	To fund a scholarship program administered by the TILF	138,700
The University of Texas at Austin P O Box 7458 Austin, TX 78713	N/A	GOV	Funding for the Stark Center for Physical Sports and Culture on the UT campus	300,000
United Way of Orange County PO Box 1583 Orange, TX 77631	N/A	PC	Funds to support 22 area agencies	20,000
<b>Total . . . . .</b> ▶				<b>794,947</b>
<b>3a</b>				

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Vidor ISD120 E Bolivar Vidor, TX 77662	N/A	GOV	To support academic UIL competition	5,000
West Orange - Cove CISDPO Box 1107 Orange, TX 77631	N/A	GOV	To support academic UIL competition	5,000
Little Cypress-Mauriceville CISD 7327 Hwy 87 North Orange, TX 77632	N/A	GOV	To replace supplies lost in classrooms due to flooding caused by Hurricane Harvey	25,000
<b>Total</b> . . . . . <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Orangefield ISDPO Box 228 Orangefield, TX 77639	N/A	GOV	To replace supplies lost in classrooms due to flooding caused by Hurricane Harvey	25,000
Vidor ISD120 E Bolivar Vidor, TX 77662	N/A	GOV	To replace supplies lost in classrooms due to flooding caused by Hurricane Harvey	25,000
West Orange - Cove CISDPO Box 1107 Orange, TX 77631	N/A	GOV	To replace supplies lost in classrooms due to flooding caused by Hurricane Harvey	25,000
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
City of Orange PO Box 520 Orange, TX 77631	N/A	GOV	To demolish seven substandard structures	35,300
Conner Alexander P O Box 7758 UT Station Austin, TX 78713	None	I	Scholarship	5,347
Kristen Blanke PO Box 30016 College Station, TX 77842	None	I	Scholarship	1,500
<b>Total</b> . . . . . <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Bree CloudPO Box 2328 Huntsville, TX 77341	None	I	Scholarship	4,600
Kassie DanielsPO Box 10183 Beaumont, TX 77710	None	I	Scholarship	1,500
Jared DupreePO Box 7758 UT Station Austin, TX 78713	None	I	Scholarship	1,500
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Avery Harris PO Box 30016 College Station, TX 77842	None	I	Scholarship	2,000
Seth Hartman PO Box 7758 UT Station Austin, TX 78713	None	I	Scholarship	1,500
Scarlett Neely PO Box 7758 UT Station Austin, TX 78713	None	I	Scholarship	1,500
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Hannah Odom 418 Green Avenue Orange, TX 77630	None	I	Scholarship	4,500
Kaylee Patillo 125 Thomas Boyd Hall Baton Rouge, LA 70803	None	I	Scholarship	3,000
Sydney Smith PO Box 7758 UT Station Austin, TX 78713	None	I	Scholarship	1,500
<b>Total . . . . .</b> ▶ <b>3a</b>				794,947

**TY 2017 Accounting Fees Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Independent audit/tax services	43,712	21,237	21,237	22,475

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2017 Gain/Loss from Sale of Other Assets Schedule

**Name:** Nelda C and HJ Lutcher Stark Foundation

**EIN:** 74-6047440

**Software ID:** 17005038

**Software Version:** 2017v2.2

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Charitable property like-kind exchange	2016-01	Purchase	2017-01	NA	25,255	6,330	Cost		18,925	

**TY 2017 Investments Corporate Bonds Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
300429 shs AQR Managed Futures Strat Fd	2,800,000	2,772,961
696209 shs AQR Style Premia Alt Fd	6,916,502	7,233,612
1790417 shs Double Line Total Return Fd	19,579,365	19,032,136
1631175 shs Doubleline Core Fixed Inc Fd	17,827,468	17,893,993
492380 shs Pimco All Asset All Auth Fd P	9,738,311	10,049,732
1536668 shs TCW T/R Bond Fd	15,774,235	15,259,114
41400 shs Ishares IBOXX \$ Invt Grade ETF	4,999,012	5,032,584
238415 shs Nuveen High Yield MBF	4,000,000	4,162,719

## TY 2017 Investments Corporate Stock Schedule

**Name:** Nelda C and HJ Lutcher Stark Foundation

**EIN:** 74-6047440

**Software ID:** 17005038

**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2267036 shs Chiron Capital Allocation Fd	23,852,587	28,020,566
437947 shs FPA Crescent Fund	13,993,256	15,192,370
297389 shs Gateway Fund Class Y	8,850,020	9,950,649
956882 shs Gotham Enhanced Return Fund	11,135,161	14,114,005
558516 shs Gotham Neutral Fund	5,582,484	5,858,834
358300 shs Ishares Intl Select Divid ETF	10,683,837	12,106,957
133757 shs Ishares S&P 100 ETF	12,530,976	15,868,930
99300 shs Ishares S&P 500 Value ETF	9,351,992	11,344,032
644843 shs Oakmark Global Select Fund	10,394,363	12,445,475
141468 shs Vanguard Divid Appr ETF	9,519,160	14,433,980
573409 shs Vanguard FTSE All World EX-US	27,587,245	31,376,941
162539 shs Vanguard FTSE Emerging Mkts	6,085,637	7,462,165
155051 shs Vanguard High Div Yield ETF	10,499,712	13,277,017
179200 shs Vanguard FTSE EUR ETF	9,025,681	10,599,680
232000 shs Vanguard FTSE Develop MKT	8,962,160	10,407,520
159700 shs Wisdomtree Emerging Mkt ETF	6,104,369	7,242,395
606060 shs Advisory Research MLP & Energ	6,000,000	5,266,667
181110 shs Matthews Intl Pacific Tig Fd	5,039,974	5,733,944
850080 shs Leuthold Core Investment Fd	15,339,517	17,469,134

**TY 2017 Investments - Land Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Machinery and Equipment	2,048	2,048		
Buildings	548,921	196,545	352,376	387,300
Land	1,814,339		1,814,339	6,963,712

**TY 2017 Investments - Other Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Grosvenor Institutional Partners	AT COST	16,037,658	17,087,925

**TY 2017 Land, Etc.  
Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Machinery and Equipment	7,711,984	6,667,462	1,044,522	4,418,296
Buildings	72,860,432	29,085,648	43,774,784	75,494,750
Land	6,708,530		6,708,530	6,708,530



**TY 2017 Legal Fees Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Routine legal work	48,030	0	0	48,030

**TY 2017 Other Assets Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Objects of Art	43,066,291	43,074,442	185,000,000

**TY 2017 Other Expenses Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advertising	191,772			191,772
Auto/truck/tractor/carts	27,934			27,934
HR & payroll charges	109,975	503	503	109,472
Insurance	712,525	14,453	14,453	698,072
K-1 expenses	189,476	189,476	189,476	
Materials/repairs	791,498	2,021	2,021	789,477
Office supplies and expenses	279,451	6,109	6,109	273,342
Other expenses	31,713			31,713
Program materials & services	449,957			449,957

## TY 2017 Other Income Schedule

**Name:** Nelda C and HJ Lutcher Stark Foundation

**EIN:** 74-6047440

**Software ID:** 17005038

**Software Version:** 2017v2.2

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Admissions - Shangri La	56,373		56,373
Admissions - Stark House	7,770		7,770
Admissions - Stark Museum	455		455
Exhibit/Reproduction Fees	59,918		59,918
Foreign tax refund	5,149	5,149	5,149
K-1 income	97,274	97,274	97,274
Memberships	16,512		16,512
Oil & gas royalties	483,090	483,090	483,090
Refunds/ins proceeds	6,725	6,725	6,725
Special programs	9,165		9,165

**TY 2017 Other Increases Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Description</b>	<b>Amount</b>
Returned Scholarships	490

**TY 2017 Other Professional Fees Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Appraisal and other consulting	16,015	0	0	16,015
Contracting & landscape services	25,273	4,400	4,400	20,873
Historical research	33,501	0	0	33,501
Insurance appraisal services	11,500	0	0	11,500
Investment management	1,423,374	1,423,374	1,423,374	0
Oil & gas consulting	14,605	14,605	14,605	0

**TY 2017 Sales Of Inventory Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Gross Sales</b>	<b>Cost of Goods Sold</b>	<b>Net (Gross Sales Minus Cost of Goods Sold)</b>
Garden and Museum Stores	79,748	93,716	-13,968

**TY 2017 Taxes Schedule****Name:** Nelda C and HJ Lutcher Stark Foundation**EIN:** 74-6047440**Software ID:** 17005038**Software Version:** 2017v2.2

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Ad valorem taxes	52,387	52,387	52,387	
Federal excise tax	220,264			20,000



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 990-PF  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2017**

**Name of the organization**  
Nelda C and HJ Lutcher Stark Foundation

**Employer identification number**  
74-6047440

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup> 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> Nelda C and HJ Lutcher Stark Foundation	<b>Employer identification number</b> 74-6047440
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**Part I** **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	E I DuPont Company	\$ 13,000	Person <input checked="" type="checkbox"/>
	2739 FM 1006		Payroll <input type="checkbox"/>
	Orange, TX 77630		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
2	Orange County Nvgtn Port District	\$ 8,000	Person <input checked="" type="checkbox"/>
	1201 Childers Rd		Payroll <input type="checkbox"/>
	Orange, TX 77630		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
3	Invista SARL	\$ 8,000	Person <input checked="" type="checkbox"/>
	PO Box 5003		Payroll <input type="checkbox"/>
	Wichita, KS 672015003		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
4	Chevron Phillips	\$ 10,000	Person <input checked="" type="checkbox"/>
	5309 FM 1006		Payroll <input type="checkbox"/>
	Orange, TX 77630		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
5	Don Russell	\$ 6,300	Person <input type="checkbox"/>
	7401 Beacon Hill Rd		Payroll <input type="checkbox"/>
	McKinney, TX 75070		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )

<b>Name of organization</b> Nelda C and HJ Lutcher Stark Foundation	<b>Employer identification number</b> 74-6047440
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**Part II** **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	21 photographs of "Cowboy's of Color"	\$ 6,300	2017-03-06
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

<b>Name of organization</b> Nelda C and HJ Lutcher Stark Foundation	<b>Employer identification number</b> 74-6047440
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**Part III** *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____